

EXHIBIT 17

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹)
Reorganized Debtors.) Case No. 01-01139 (KJC)
) (Jointly Administered)
)
)

**SUMMARY APPLICATION OF VENABLE LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD FROM DECEMBER 1, 2011 THROUGH DECEMBER 31, 2011**

Name of Applicant:	<u>Venable LLP ("Venable")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered June 24, 2009, effective as of May 22, 2009</u>
Period for which compensation and reimbursement is sought:	<u>December 1, 2011 through December 31, 2011</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$3,034.17</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$0.00</u>
This is a <u><input checked="" type="checkbox"/></u> monthly <u><input type="checkbox"/></u> interim <u><input type="checkbox"/></u> final application.	

¹ The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

This is Venable's monthly application for interim compensation of services for the interim fee period December 1, 2011 through December 31, 2011 (the "Fee Period"). The following applications were filed in the Chapter 11 cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 5, 2009	11/1/2008-6/30/2009	\$709,294.00	\$6,405.06	\$706,595.00	\$6,405.06
November 5, 2009	7/1/2009-7/31/2009	\$50,849.50	\$75,008.99	Interim approval ²	Interim approval
November 24, 2009	8/1/2009-8/31/2009	\$134,090.00	\$102,335.48	Interim approval	Interim approval
November 24, 2009	9/1/2009-9/30/2009	\$306,602.00	\$118,095.92	Interim approval	Interim approval
November 24, 2009	July-September 2009	\$491,541.50	\$295,440.39	\$491,292.50	\$295,440.39
February 26, 2010	10/1/2009-10/31/2009	\$479,238.00	\$266,326.39	Interim approval ³	Interim approval
April 16, 2010	11/1/2009-11/30/2009	\$398,519.00	\$163,488.22	Interim approval	Interim approval
April 30, 2010	12/1/2009-12/31/2009	\$305,242.96	\$108,454.93	Interim approval	Interim approval
May 3, 2010	October-December 2009	\$1,182,999.96	\$538,269.54	\$1,179,018.46	\$538,269.54
May 19, 2010	1/1/2010-1/31/2010	\$271,084.25	\$97,840.12	Interim approval ⁴	Interim approval
May 19, 2010	2/1/2010-2/28/2010	\$157,136.50	\$17,784.35	Interim approval	Interim approval
May 19, 2010	3/1/2010-3/31/2010	\$7,968.00	\$640.70	Interim approval	Interim approval
May 19, 2010	January-March 2010	\$436,188.75	\$116,265.17	\$436,188.75	\$116,265.17
August 18, 2011	4/1/2010-4/30/2010	\$2,500.00	\$162.02	Interim approval	Interim approval ⁵

² The fees and expenses requested in the July through September 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on March 19, 2010.

³ The fees and expenses requested in the October through December 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on June 7, 2010.

⁴ The fees and expenses requested in the January through March 2010 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on September 13, 2010.

⁵ The fees and expenses requested in the April and May 2011 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on September 20, 2011.

August 18, 2011	5/1/2010-5/31/2010	\$9,000.00	\$3.50	Interim approval	Interim approval
August 18, 2011	April-June 2010	\$11,500.00	\$165.52	\$11,500.00	\$165.52

The Venable attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian J. O'Connor	Partner	1991	Business	\$745.00	.2	\$149.00
Thomas A. Strong	Counsel	1995	Litigation	\$510.00	27.2	\$13,872.00
Total for all attorneys						\$14,021.00
(Less write-off)						(\$10,986.83)
Total						\$3,034.17

Grand Total for Fees (before write-off)	\$14,021.00
Grand Total for Fees (after write-off)	\$3,034.17
Blended Rate (after write-off)	\$110.74

Compensation by Matter

Matter Description	Total Billed Hours	Total Fees Requested
Advice Concerning Labor and Employment Matters	27.4	\$14,021.00
Total	\$14,021.00	
(Less write-off)		(\$10,986.83)
Total		\$3,034.17

WHEREFORE, Venable respectfully requests (a) that the fees and expenses herein be authorized and approved as administrative expenses of the Debtors' estates as requested in the Interim Application for Compensation for Services and Reimbursement of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Thirty-Eighth through Fiftieth Quarters from July 1, 2010 through September 30, 2013,

filed simultaneously herewith; and (b) that this Court grant such other relief as is equitable and just.

Wilmington, Delaware
Dated: May 1, 2014

Respectfully submitted,
VENABLE LLP

/s/ Darek S. Bushnaq
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Special Counsel for the Debtors and Debtors in Possession

Monthly Statement of Venable LLP Fee
Detail December 1, 2011 through December 31, 2011

Advice Concerning Labor and Employment Matters

TKPR	DATE	HRS	RATE	AMT	NARRATIVE
STRONG, THOMAS H.	12/1/2011	6.70	430.62	2,885.17	PREPARATION FOR; TRAVEL TO AND FROM AND ATTEND HEARING
STRONG, THOMAS H.	12/2/2011	2.20	510.00	0.00	RESEARCH FOR POST HEARING BRIEF
STRONG, THOMAS H.	12/4/2011	4.50	510.00	0.00	DRAFT AND RESEARCH POST HEARING BRIEF
STRONG, THOMAS H.	12/5/2011	3.30	510.00	0.00	DRAFT POST HEARING BRIEF
STRONG, THOMAS H.	12/6/2011	4.00	510.00	0.00	RESEARCH RELATED TO AND PREPARATION OF POST HEARING BRIEF
O'CONNOR, BRIAN J.	12/6/2011	0.20	745.00	149.00	CORRESPOND AND ANALYSIS W/ JOHN FORGACH
STRONG, THOMAS H.	12/7/2011	2.00	510.00	0.00	PREPARATION OF POST HEARING BRIEF
STRONG, THOMAS H.	12/8/2011	1.10	510.00	0.00	REVISE POST HEARING BRIEF
STRONG, THOMAS H.	12/11/2011	2.20	510.00	0.00	REVIEW AND REVISE POST HEARING BRIEF
STRONG, THOMAS H.	12/12/2011	0.90	510.00	0.00	FINALIZE POST HEARING BRIEF AND FILE WITH ARBITRATORY
STRONG, THOMAS H.	12/13/2011	0.30	510.00	0.00	REVIEW UNION POST HEARING BRIEF
				3,034.17	

* In the interest of billing judgment, \$10,986.83 was written off for the period December 1, 2011 through December 31, 2011. These fees reflect these reductions. Therefore, the fees cannot be replicated by multiplying the hours billed by the billing rate.